

4708 Roseville Road, Suite 112
North Highlands, CA 95660
916 349.7500
916 349.3184 fax

Calling the world home

September 29, 1999

Sharla Dillon
Administrative Services Assistant
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: SGA, Inc.

Dear Ms Dillon;

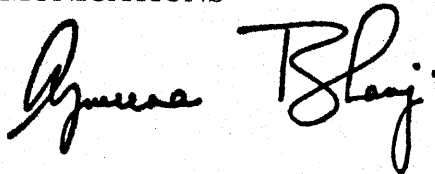
You will find the necessary information enclosed that you have requested and the items listed as such. Please accept my apology for the omission of this information in the original documents sent to you.

- 1) Name and address of the registered agent for service of process.
(See attachment #1)
- 2) Employer Identification Number and number of employees of company.
California EIN: 420-8498-8
Employee total: 160 (All in California)
- 3) Articles of Incorporation.
(See attachment #2)
- 4) Letter of Authorization from the Tennessee Secretary of State.
(See attachment #3)

Please call (916) 349-7500 for any further information needed.

Sincerely,
AMERICOM COMMUNICATIONS

Azmeena Bhanji
Vice President



AB; jh

Attachments



Attachment #1

Registered Agent Information

(Listed Item #1)

L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

_____ YES X _____ NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Azmeena Bhanji (916) 349-7500 (916) 349-3184
Name Phone No. Fax No.
(888) 447-4713 e-mail Address azmeenab@amrcom.com

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Azmeena Bhanji (916) 349-7500 (916) 349-3184
Name Phone No. Fax No.
(888) 447-4713 e-mail Address azmeenab@amrcom.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

(888) 326-3742 (888) 447-4713
PHONE NUMBER ALTERNATE PHONE NUMBER
4708 Roseville Road, #112 North Highlands, CA 95660
ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

Joseph Martin, Jr.
230 Fourth Avenue North, 3rd FL, Nashville, TN 37219

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

X Resell Interexchange long distance services
____ Operator Services
____ Resell local services
____ Other (describe) _____



Attachment #2

Articles of Incorporation

(Listed Item #3)

ARTICLES OF INCORPORATION
OF
SGA, INC.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB 18 1998

BILL JONES, Secretary of State

ARTICLE I

The name of this Corporation is SGA, Inc.

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The name and complete address in the State of California of this Corporation's initial agent for service of process is:

Azmeena Bhanji
4708 Roseville Road, Suite 112
North Highlands, CA 95660

ARTICLE IV

This Corporation is authorized to issue only one class of shares, which shall be designated Common Shares. The total number of Common Shares that the Corporation is authorized to issue is one hundred thousand (100,000) shares.

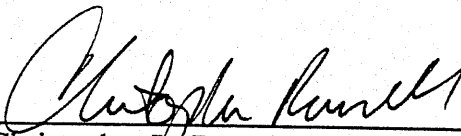
ARTICLE V

(a) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with

agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

(c) Any amendment, repeal or modification of any provision of this Article V shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such amendment, repeal or modification.



Christopher L. Russell, Incorporator

AMERICOM
COMMUNICATIONS



Attachment #3

Tennessee Secretary of State
Letter of Authorization

(Listed Item #4)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/10/99
REQUEST NUMBER: 3741-2478
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/10/99 1035
EFFECTIVE DATE/TIME: 09/10/99 1035
CONTROL NUMBER: 0376886

TO:
CORP GUARANTEE & TRUST CO
701 ARCHITECTS BLDG
117 S 17TH ST
PHILADELPHIA, PA 19103-5090

RE:
SGA, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 09/10/99

FROM:
CORPORATION GUARANTEE & TRUST CO
117 S. 17TH ST
SUITE 701
PHILADELPHIA, PA 19103-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002546646
ACCOUNT NUMBER: 00073224



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

99 SEP 10 AM 10:35

SGA, INC.

To the Secretary of State of the State of Tennessee:
SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is SGA, INC.If different, the name under which the certificate of authority is to be obtained is AMERICOM COMMUNICATIONS

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is CALIFORNIA3. The date of its incorporation is 2/19/98
of duration, if other than perpetual, is PERPETUAL (must be month, day, and year), and the period

4. The complete street address (including zip code) of its principal office is

4708 ROSEVILLE ROAD, SUITE 112, NORTH HIGHLANDS, CA 95660
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is

230 FOURTH AVENUE NORTH, 3RD FL., NASHVILLE, TN 37219
Street City/State County Zip CodeThe name of its registered agent at that office is
JOSEPH MARTIN, JR., ESQ.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

GREGORY O. WELCH - PRESIDENT 4708 ROSEVILLE RD., STE. 112, NORTH HIGHLANDS, CA 95660

AZMEENA BHANJI - SECRETARY 4708 ROSEVILLE RD., STE. 112, NORTH HIGHLANDS, CA 95660

SCOTT YUILL - TREASURER - 4708 ROSEVILLE ROAD, STE. 112, NORTH HIGHLANDS, CA 95660

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

GREGORY O. WELCH - 4708 ROSEVILLE ROAD, SUITE 112, NORTH HIGHLANDS, CA 95660

AZMEENA BHANJI - 4708 ROSEVILLE ROAD, SUITE 112, NORTH HIGHLANDS, CA 95660

SCOTT YUILL - 4708 ROSEVILLE ROAD, SUITE 112, NORTH HIGHLANDS, CA 95660

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.]

9-7-99
Signature Date
Vice President
Signer's Capacity

SGA, INC.

Name of Corporation

Signature

AZMEENA BHANJI
Named (typed or printed)

SS-4431 (rev. 7/93)

RDA 1678